

BOULT  
CUMMINGS  
CONNERS  
& BERRY  
PLC

April A. Ingram  
(615) 252-2302  
Fax: (615) 252-6302  
Email: aingram@bccb.com

LAW OFFICES  
414 UNION STREET, SUITE 1600  
POST OFFICE BOX 198062  
NASHVILLE, TENNESSEE 37219

October 19, 2000

TELEPHONE (615) 244-2582  
FACSIMILE (615) 252-2380  
EXECUTIVE INTERNET WEB <http://www.bccb.com/>

CC-00930

David Waddell  
Executive Director  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re: Application of Telepak Networks, Inc. for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider

Dear Mr. Waddell:

Enclosed please find an original and 13 copies of the Application of Telepak Networks, Inc. ("TNI") for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. In addition, please find in a separate envelope an original and 13 copies of Exhibits 3, 4, and 5 to TNI's application. **These exhibits are to be filed under seal as confidential information pursuant to TRA Rule 1220-1-1.03(8).**

Also enclosed is a check in the amount of \$25.00 to cover the filing fees. Notice of this filing has been served on interested parties. If you have any questions concerning this matter, please give me a call.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC



By:  
April A. Ingram

AAI/  
Enclosures

cc: Gregg Logan

BEFORE THE  
TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

APPLICATION OF TELEPAK )  
NETWORKS, INC. FOR A CERTIFICATE )  
OF CONVENIENCE AND NECESSITY AS )  
A COMPETING )  
TELECOMMUNICATIONS SERVICE )  
PROVIDER )

TRA Docket No. 00- 20930

**APPLICATION OF TELEPAK NETWORKS, INC.**

Pursuant to T.C.A. § 65-4-201 et seq., Telepak Networks, Inc. ("TNI" or "Applicant") hereby applies for a certificate of convenience and necessity as a competing telecommunications service provider to provide a full array of telecommunications services throughout the State of Tennessee. TNI seeks authority to offer local exchange, exchange access and interexchange telecommunications services on a resold and facilities-based basis throughout the State of Tennessee. Granting TNI's Application will promote the public interest because TNI will increase competition in the market and offer innovative and technologically advanced services to customers in the state. Therefore, Applicant respectfully requests that the Tennessee Regulatory Authority ("TRA") grant Applicant state-wide authority to operate as a competing telecommunications service provider.

In support of its Application, TNI provides the following information:

**Names and Addresses**

The legal name and physical address of the Applicant is:

Telepak Networks, Inc.  
125 S. Congress Street  
Suite 1400  
Jackson, Mississippi 39201

(601) 974-7110 Telephone  
(601) 974-7135 Facsimile

Correspondence or communications pertaining to this Application should be directed to:

Attorney: April A. Ingram  
Boult, Cummings, Conners & Berry PLC  
414 Union Street, Suite 1600  
P.O. Box 198062  
Nashville, TN 37219  
(615) 252-2302 Telephone  
(615) 252-6302 Facsimile  
aingram@bccb.com

with copies to:

Corporate Representative: Gregg Logan  
Vice President  
Telepak Networks, Inc.  
125 S. Congress Street  
Suite 1400  
Jackson, Mississippi 39201  
(601) 974-7111 Telephone  
(601) 573-7135 Facsimile

TNI is a corporation organized under the laws of the State of Mississippi and is qualified to do business in Tennessee. See attached Exhibit 1 for a copy of TNI's Articles of Incorporation and Exhibit 2 for its Certificate of Authorization to transact business in Tennessee. Applicant's parent company, Telapex, Inc., is a Mississippi corporation with seven wholly owned subsidiaries: the Applicant, Branch Cable, Inc., Telapex Long Distance, Inc., TPI Internet, Inc., Telepak, Inc., Delta Telephone Company, Inc. and Franklin Telephone Company, Inc.

TNI seeks authority to provide all forms of local telecommunication services throughout the BellSouth certificated areas which any other telecommunication carrier is currently authorized to provide and all forms of intrastate, interLATA and intraLATA interexchange telecommunication services which any other telecommunications carrier is currently authorized

to provide, including local and interexchange voice, video and data services and any combination thereof and all other enhanced and other telecommunication services of every kind and nature both wireline and wireless which any other carrier is currently authorized to provide. TNI intends to operate both as a reseller and as a facilities based carrier. See Section V – C as to proposal for operations in any other area of the state.

## **II. Qualifications**

T.C.A. § 65-4-201 requires an applicant for a certificate of convenience and necessity to show that it possesses sufficient financial, managerial and technical abilities to provide the applied-for services. TNI satisfies each of these requirements.

### **A. Financial Ability**

Attached as Exhibit 3 are audited financial statements for TNI's parent company, Telapex, Inc., as of December 31, 1999. None of the amounts on the financial statements contained in Exhibit 3 are related to reciprocal compensation for terminating ISP traffic.

TNI intends to install equipment such as fiber optic cables and transmission equipment in Tennessee. TNI will fund its network and operations through ongoing operations and access to a revolving credit facility of its parent company. Attached as Exhibit 4 is a three-year capital budget. In addition, attached as Exhibit 5 are projected financial statements. Because the information contained in Exhibits 3, 4 and 5 is confidential and proprietary financial information, these Exhibits are being filed under seal pursuant to TRA Rule 1220-1-1-.03(8).

### **B. Managerial Ability**

TNI possesses the managerial qualifications to provide facilities-based and resold local exchange, exchange access and interexchange services in Tennessee. As described in the attached biographical information, TNI's management team has extensive management and business experience in telecommunications, utilities and other industries. See attached Exhibit 6

for a complete description of TNI's key personnel and Exhibit 7 for a list of TNI's Board of Directors and Officers.

**C. Technical Ability**

TNI possesses the technical qualifications to provide facilities-based and resold local exchange, exchange access and interexchange services in Tennessee. The Applicant's CLEC operations are headed by an individual with over twenty years experience in telecommunications, with eight years as a landline and long distance switching technician and over ten years in technical management in wireless. As noted above and in the Exhibits provided, TNI's current officers, directors, management and employees have technical abilities and experience that will enable the company to engineer, construct and manage its telecommunications network and the technologically-advanced equipment it will deploy. Moreover, as noted below, TNI has received authority to provide local exchange and interexchange services in Mississippi and Alabama.

Applicant was originally incorporated in Mississippi in 1991 under the name Local Paging, Inc. The company then changed its name to Telepak Networks, Inc. when it amended its Articles of Incorporation again in July of 1999. Quality connections, efficient customer support, face-to-face sales efforts and simple, affordable rates have attracted customers in increasing numbers ever since TNI began offering service in late 1999. Today, TNI provides services to carriers and businesses throughout Mississippi.

TNI owns and operates a scalable long-haul fiber network, which upon completion is expected to cover approximately 560 route miles throughout the Southeast region including Tennessee, Mississippi, Louisiana, and Alabama. This fiber network supports the voice, data, bandwidth and dark fiber services TNI provides to its carrier and retail customers. The proposed network should be constructed by the end of 2000.

The network design incorporates SONET equipment and multiplexing to support TNI's service offerings. Because TNI's network will be capable of meeting the growing bandwidth demand generated by the Internet and data products, TNI's network will change the way people and businesses communicate throughout the West Tennessee region, providing the area with greater widespread coverage, speed, reliability and affordability than ever before.

TNI has not established final plans for where it will install all of its facilities in Tennessee; however, it currently anticipates installing equipment nodes in Memphis. TNI anticipates that it will complete the deployment by the end of the 4<sup>th</sup> quarter of 2000. This deployment will provide connectivity to the remainder of TNI's network. Through resell of the incumbent LEC's local network and the proposed facilities TNI will begin offering broadband services. A more detailed and finalized network description will be available when complete engineering and installation are complete. TNI anticipates that it will eventually connect its networks to other carriers' networks to provide connectivity to all areas required by TNI's customers.

TNI will not require Tennessee consumers to purchase CPE that cannot be used with the incumbent local exchange carrier's systems.

### **III. Service Offerings**

TNI seeks authority to provide a full range of local, exchange access, interexchange (including intraLATA and interLATA) voice, video and data services throughout the state of Tennessee. TNI intends to offer this broad range of telecommunications services through the use of its own facilities, resold services and through a combination of these provisioning approaches. Consequently, TNI seeks certification to provide all of the services that can be provided by a local exchange company under the Tennessee Regulatory Authority's Rules. TNI also seeks certification to provide all services that can be provided by facilities-based interexchange service providers and long distance resellers in Tennessee. TNI intends to

initially provide DS-1, DS-3, and Frame Relay service through resell of the underlying incumbent carrier as well as on its own facilities. As a second phase TNI intends to provide flat rate local exchange service, EAS service, toll restrictions, call control options, tone dialing, custom calling services, caller ID and any other services available on a resale basis from the underlying incumbent local exchange carrier or other certificated carrier within TNI's service area. TNI will offer these services to all customers in its certificated area.

TNI either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(3)(b). Some of these services will be provided through facilities similar to those used in TNI's regional network described above. Until TNI's planned facilities in Tennessee are operational, TNI will resell interexchange service purchased from other telecommunications carriers. After TNI's planned facilities are operational, it will provide service over its own facilities, the facilities of other telecommunications carriers, or a combination of the foregoing. TNI will, upon certification and before offering service, file its initial tariff with the TRA setting forth the rates, charges and regulations for its services. If TNI offers new services in the future, it will similarly comply with such requirements.

#### **IV. Public Interest and Necessity**

The grant of a certificate of convenience and necessity to TNI to provide facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of interexchange, exchange access and local exchange services. By increasing competition, TNI's provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, TNI's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. To the contrary, the presence of another authorized carrier will provide additional consumer choice, promote competition, lower prices and stimulate development of additional telecommunications services.

The facilities that TNI plans to construct in Tennessee will also benefit the public. As opportunities for economic growth continue to shift toward information services and technology, the quality of Tennessee's communications infrastructure will determine the state's ability to attract and maintain jobs because a modern telecommunications infrastructure attracts industry and lowers production costs.

**V. Miscellaneous**

**A. Small and Minority-Owned Telecommunications Business Participation Plan**

TNI has attached its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212 as Exhibit 8.

**B. Toll Dialing Parity Plan**

TNI does not intend to initially offer dial tone service, thus this plan is not applicable. At the time TNI offers such service it will submit this plan.

**C. Rural Telcos and Telephone Cooperatives**

Unless otherwise permitted by federal or state law, TNI does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. TNI also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Applicant reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.



**D. Authority in Other States**

TNI is authorized to provide local exchange services and interexchange services in Mississippi and Alabama.

**E. Regulatory Contacts**

Gregg Logan, TNI's Vice President, will serve as the responsible regulatory officer for the TRA to contact regarding TNI filing requirements subsequent to approval. Craig Miller of Customer Service is knowledgeable about TNI's operations and will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems in Tennessee. In addition, customers may contact Mr. Miller at 800.342.3716 for service problems. Either Mr. Logan or Mr. Miller can be contacted at:

Telepak Networks, Inc.  
125 S. Congress Street  
Suite 1400  
Jackson, Mississippi 39201  
(601) 974-7115 Telephone

**F. Mergers, Acquisitions, and Corporate Structure**

TNI has not been involved in any pertinent mergers or acquisitions. Attached as Exhibit 9 is a chart showing Applicant's corporate structure.

**G. Customer Deposits and Non-recurring Charges**

TNI does not routinely require customer deposits but may request them in certain circumstances. TNI will state the terms, conditions, and amounts for such deposits in its tariffs, which it will submit for approval of the TRA. TNI is not bonded for the amount of the deposits. TNI may require certain non-recurring charges for initiating service. These charges will also be included in TNI's tariffs. Because TNI anticipates that most of its initial customers will be other carriers and sophisticated businesses, the issues sometimes raised by non-recurring charges are less of a concern than they might otherwise be with less sophisticated customers.

**H. Pre-filed Testimony**

Attached as Exhibit 10 is the pre-filed testimony of Gregg Logan.

**I. Policies, Rules, and Orders**

TNI will comply with all applicable statutes, rules and orders concerning the provision of telecommunications services in Tennessee.

## CONCLUSION

TNI respectfully requests that the TRA grant a certificate of convenience and necessity as a competing telecommunications service provider to provide a full array of local exchange, interexchange, and exchange access telecommunications services throughout Tennessee and grant such other relief it deems necessary and proper.

Respectfully submitted,



---

April A. Ingram  
Boult, Cummings, Conners & Berry, PLC  
414 Union Street, Suite 1600  
P.O. Box 198062  
Nashville, Tennessee 37219  
(615) 244-2582 Telephone  
(615) 252-6302 Facsimile

*Counsel for Telepak Networks, Inc.*

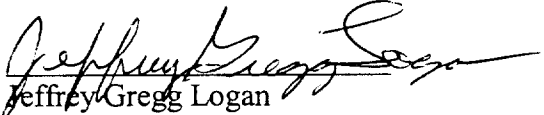
Dated: October 19, 2000

## VERIFICATION

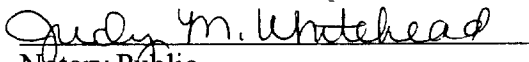
STATE OF MISSISSIPPI

COUNTY OF HINDS

Jeffrey Gregg Logan, being first duly sworn, deposes and says: That he is the Vice President for Telepak Networks, Incorporated, the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized be Telepak Networks, Incorporated to verify that the contents of the application are true to the best of his knowledge, information, and belief.

  
Jeffrey Gregg Logan  
Telepak Networks, Inc.  
125 S. Congress St., Suite 1400  
Jackson, MS 39201  
(601)974.7111

Subscribed and sworn to before me this  
17<sup>th</sup> day of Oct., 2000

  
Notary Public  
State of Mississippi

My commission expires: Dec. 14, 2001

## **NOTICE OF FILING**

Telepak Networks, Inc. has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice and a copy of the Application has been served on the following persons via U.S. Mail this 19<sup>th</sup> day of October, 2000:

Guy M. Hicks  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, TN 37201-3300

T. G. Pappas, Esq.  
Bass, Berry & Sims  
2700 First American Center  
313 Deaderick Street  
Nashville, Tennessee 37238-2700

James B. Wright, Esq.  
United Telephone-Southeast, Inc.  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.  
Terry Wales, General Manager  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449

Century Telephone of Adamsville  
David Dickey, Division Manager  
P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310

Century Telephone of Claiborne  
Don Ray Fannon, Division Manager  
P.O. Box 100  
57 Main Street  
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.  
Terry Crutchfield, Division Manager  
P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee  
Citizens Telecommunications Company of the Volunteer State  
Mike Swatts, State Regulatory Director, South  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.  
P.O. Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.  
Louise Brown, President  
P.O. Box 130  
Loretto, TN 38469

Millington Telephone Company, Inc.  
W. S. Howard, President  
4880 Navy Road  
Millington, TN 38053

Sprint-United  
Steve Parrott  
Director-Regulatory Affairs  
112 Sixth Street  
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.  
Jerry R. Parkerson, Manager  
P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company  
Bernard R. Arnold, Manager  
P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552

TDS Telecom-Tennessee Telephone Company  
P.O. Box 18139  
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.  
P.O. Box 7  
Friendship, TN 38034

TEC-People's Telephone Company, Inc.  
P.O. Box 310  
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.  
P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316

United Telephone Company  
P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034

  
April A. Ingram

## **EXHIBITS**

Exhibit 1	Articles of Incorporation
Exhibit 2	Authorization to Transact Business in Tennessee
Exhibit 3	Financial Statements
Exhibit 4	Projected Capital Budget
Exhibit 5	Projected Financial Statements
Exhibit 6	Management Biographies
Exhibit 7	List of Board of Directors and Officers
Exhibit 8	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit 9	Organizational Chart
Exhibit 10	Pre-filed Testimony of Gregg Logan



**Exhibit 1**  
**Articles of Incorporation**

11/01

F0012 - Page 1 of 3

\*0012-1-3\*

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Amendment

The undersigned persons, pursuant to Section 79-4-10,96 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation



Profit



Nonprofit

2. Name of Corporation

Local Paging, Inc.

3. The future effective date is  
(Complete if applicable)



4. Set forth the text of each amendment adopted.

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

July 20, 1999

Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

Adopted by



the incorporators



directors without shareholder action and shareholder action was not required

FOR NONPROFIT CORPORATION (Check the appropriate box)

Adopted by



the incorporators



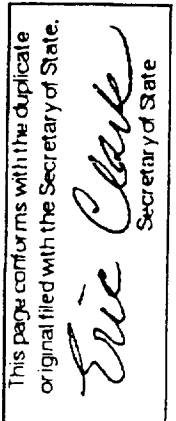
board of directors without member action and member action was not required

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No. of outstanding shares	No. of votes entitled to be cast	No. of votes indisputably represented
Common	5,000	5,000	5,000



\*0012-2-3\*

n/a

**(b) EITHER**

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST
Common	5,000	0
n/a		

**OR**

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

**FOR NONPROFIT CORPORATION****8. If the amendment was approved by the members**

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented

This page conforms with the duplicate original filed with the Secretary of State.

*Eric Clark*  
Secretary of State

\*0012-3-3\*

## OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

## Articles of Amendment

## (b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST

## OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature



(Please keep writing within blocks)

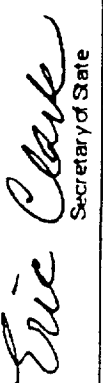
Printed Name

Wade H. Creekmore, Jr.

Title

Vice President

This page conforms with the duplicate original filed with the Secretary of State.

  
 Eric Clark  
 Secretary of State

Local Paging, Inc.

MINUTES OF ACTION TAKEN  
BY THE UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS ENTITLED TO VOTE

These minutes describe certain actions taken, or matters taken up by, the Shareholders of Local Paging, Inc., a Mississippi Corporation, pursuant to provisions of the Mississippi Business Corporation Act which allows Shareholders of a Mississippi Corporation to take any action required or permitted to be taken without a meeting under certain conditions. Therefore the Shareholders do hereby waive the necessity of a special meeting and unanimously adopt by consent the following actions, as if in meeting duly assembled:

The following resolutions are hereby approved:

RESOLVED, that, effective July 20, 1999, the name of this corporation be changed to "Telepak Networks, Inc." and that the Articles of Incorporation of this corporation be and hereby are amended to reflect the aforementioned name change.

BE IT FURTHER RESOLVED that the officers and directors of this corporation are hereby authorized and directed to take any and all actions deemed by them appropriate to effectuate the name change herein made including, but not limited to, filings with public officials and other necessary notifications, and to take such additional steps as they may deem proper to protect the corporation's interest in such name and that all such actions taken to such and to date by the officers, directors and their agents are hereby verified and approved.

WRITTEN CONSENT OF ALL SHAREHOLDERS

Each of the undersigned Shareholders of Local Paging, Inc. do hereby consent to the actions set out herein and do hereby adopt as the minutes of the Shareholders taken on the date written below and this document is to be recorded in the Minute Book of the Corporation, together with this consent as a record of such action for all purposes.

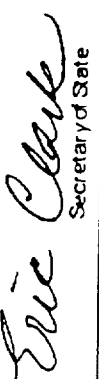
Signed by each Shareholder as of the 20th day of July, 1999.

SHAREHOLDER OF LOCAL PAGING, INC.

TELAPEX, INC.

By:   
Chief Executive Officer

This page conforms with the duplicate original filed with the Secretary of State.

  
Eric Clark  
Secretary of State

**Exhibit 2**  
**Authorization to Transact Business in Tennessee**

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

DATE: 03/30/00  
REQUEST NUMBER: 3866-2100  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 03/29/00 1122  
EFFECTIVE DATE/TIME: 03/29/00 1122  
CONTROL NUMBER: 0387179

TO:  
BRUNINI GRANTHAM GROWER & HEWES, PLLC  
P.O. BOX 119  
JACKSON, MS 39205

RE:  
TELEPAK NETWORKS, INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 03/30/00

FROM:  
BRUNINI GRANTHAM GROWER & HEWES  
P.O. DRAWER 119  
JACKSON, MS 39205-0000

RECEIVED: PERMS \$600.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002656577  
ACCOUNT NUMBER: 00031453



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**Exhibit 3**  
**Financial Statements**

**This Exhibit contains confidential and proprietary information and is being filed under separate cover pursuant to TRA Rule 1220-1-1-.03(8).**



**Exhibit 4**  
**Projected Capital Budget**

**This Exhibit contains confidential and  
proprietary information and is being filed under separate cover  
pursuant to TRA Rule 1220-1-1-.03(8).**

**Exhibit 5**  
**Projected Financial Statements**

**This Exhibit contains confidential and  
proprietary information and is being filed under separate cover  
pursuant to TRA Rule 1220-1-1-.03(8).**

**Exhibit 6**  
**Management Biographies**

## **EXHIBIT 6**

### **Gregg Logan, Vice President of Broadband Solutions**

Over the past eighteen years with Telepak, Inc., Gregg has held positions where he received a wide range of experience in service installation, maintenance and repair, database management, services integration, switch control, technical assistance, switching field operations as well as outside plant maintenance and installation. Gregg started his career as an equipment installer with Huffman Telephone Company in 1980 where his responsibilities included installing, testing and turning into service central office switching equipment, carrier equipment and various other types of equipment. For eight (8) years Gregg worked for Franklin Telephone Company in electro mechanical central office maintenance and operations as well as digital central office maintenance and operations. During his tenure with Franklin Telephone, he installed and maintained fiber optic systems, electronic key systems, digital PBXs, and various other data and telephone systems. Gregg has extensive experience in wireless telecommunications, having been employed for nine years by Telepak, Inc. Instrumental in R. F. Engineering, site planning and acquisition, site construction and installation and network operations and maintenance, Gregg was responsible for all aspects of building and operating a wireless network for Cellular South, a service of Telepak, Inc.

### **Phil Rice, Sales/Marketing Manager**

Phil has extensive experience and a diverse background in telecommunications. His experience includes industry sales, marketing, and business development. His business development experience is related to new start up ventures with CLECs. He is a 1995 early retiree of a major ILEC where he held a variety of positions of increasing responsibility. At retirement, as a Sales and Marketing Staff Manager, he was chairing an interdepartmental management team focusing on deploying emerging technology just in time to meet customer willingness to buy. His ILEC career generally consisted of roles interfacing with customers, including Branch Manager of State Government and major Account Manager for all post secondary education customers in Mississippi. Immediately following his ILEC retirement, he was the MCI Branch Manager for Mississippi, a multi-faceted role with responsibilities resembling that of a franchise owner. After MCI he was Vice-President of Sales & Marketing for a facility-based start up CLEC. Immediately before coming to Telepak Networks, Inc., Phil assisted a local telecommunications company that was providing wireless services, long distance and Internet access by successfully adding local service resell to their product and service line and establishing CLEC status. As Manager, Sales & Marketing Phil's current responsibilities include managing the sales and marketing processes for Telepak Networks, Inc.

### **Craig Miller, Business Operations Manager**

Craig Miller serves as Business Operations Manager for Telepak Networks, Inc. Over the past thirteen years, Craig has held managerial positions in a variety of industries. He has worked as a consultant with Andersen Consulting and has extensive project

management experience with Jitney Jungle Stores of America, Inc. He also served for three years as Software Development Manager for Telepak, Inc., an affiliate company of Telepak Networks, Inc. He has extensive experience with systems and procedures for point of sale systems, customer care, and telecommunications billing. With Telepak Networks, Craig is responsible for the management of provisioning, customer care, billing, and operational support systems.

Craig earned his Bachelor of Business Administration from the University of Mississippi in 1985, and his M.B.A. in 1988, also from Ole Miss.

**Tillman Rodabough, Manager of Technical Operations**

Tillman Rodabough serves as Manager of Technical Operations/Construction for Telepak Networks. His career consists of seventeen years in the telecommunications industry with Entergy Hyperion, Brooks Fiber, US Sprint, First American Communication Co., LDDS/Worldcom, Hughes Technical, and Advanced Business Communications. He has served in various supervisory positions within the engineering, operations and construction departments including managing network operations, switch control centers as well as engineering and installation of fiber networks.

**Exhibit 7**  
**List of Board of Directors and Officers**

## Exhibit 7

### Telapex, Inc. – Officers, Directors & Shareholders

President	Wade H. Creekmore, Jr.
Vice President	James H. Creekmore, Sr.
Vice President	Wesley Goings
Vice President	Doug Byrd
Vice President Special Projects	L. Brooks Derryberry
Secretary / Treasurer	James H. Creekmore, Sr.
Chief Executive Officer	Carson M. Hughes
Chief Financial Officer	Larry K. Morrison

Directors: Wade H. Creekmore, Jr.  
James H. Creekmore, Sr.  
Hu Meena  
Wesley Goings  
James H. Creekmore, Jr.  
J. Holt Crews  
Tammy Underwood

Shareholders: Wade H. Creekmore, Jr.  
Betsy S. Creekmore  
James H. Creekmore, Sr.  
Meredith W. Creekmore  
James H. Creekmore, Jr.  
Elizabeth Creekmore  
Dolly C. Goings  
Wesley Goings  
Ashley C. Meena  
Hu Meena  
Beth Byrd  
Doug Byrd  
Sidney Crews  
Holt Crews

And

TRUSTMARK NATIONAL BANK  
As Trustee of the Telapex, Inc.  
Employee Stock Ownership Trust

### Telepak Networks, Inc. – Officers

President	Wade H. Creekmore, Jr.
Vice President	James H. Creekmore, Sr.
Vice President	Gregg Logan
Secretary / Treasurer	James H. Creekmore, Sr.

Directors: Wade H. Creekmore, Jr.  
James H. Creekmore, Sr.

**Exhibit 8**  
**Small and Minority-Owned Telecommunications Business Participation Plan**



TELEPAK NETWORKS, INC.'S SMALL AND MINORITY OWNED  
TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T. C. A. §65-5-212, as amended, Telepak Networks, Inc. ("TNI") submits this Small and Minority-Owned Telecommunications Business Participation Plan ("the Plan") along with its Application for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses who are impeded from normal entry into the economic mainstream because of race, religion, sex and national origin. TNI is committed to complying with the allegations required under §65-5-212. TNI will attempt to provide opportunities for such small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, TNI will attempt to identify and inform such minority-owned and small businesses that are qualified and capable of providing goods and services to TNI. TNI will contact the Department of Economic and Community Development, the Administrator of the Small and Minority-Owned Telecommunications Assistance Program to obtain a list of qualified vendors.

II. DEFINITIONS

As defined by §65-5-212, "minority-owned business" means a business which is solely owned, or at least 51% of the assets or outstanding stock which is owned, by an individual who personally manages and controls daily operation of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than \$4 million.

"Small business" is defined as a business with annual gross receipts of less than \$4 million.

III. ADMINISTRATION

TNI 's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting TNI's full efforts to provide equal opportunities for qualified small and minority-owned businesses. The Administrator of the Plan will be:

Gregg Logan  
Telepak Networks, Inc.  
125 S. Congress St., Suite 1400  
Jackson, MS 39201  
(601.974.7111)

The Administrator's responsibilities will include:

1. Maintaining a Plan which complies with §65-5-212 and the Rules and Orders of the Tennessee Regulatory Authority;

2. Developing policies and procedures necessary for the successful implementation of the Plan;

3. Submitting such forms as may be required by the Tennessee Regulatory Authority;

4. Serving as the primary contact with the Tennessee Regulatory Authority, other agencies of the State of Tennessee and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212;

5. Investigating the opportunity to use qualified small and minority-owned businesses;

6. Providing records and reports in cooperation with any authorized surveys as required by the Tennessee Regulatory Authority'

7. Maintaining adequate records to track qualified small and minority-owned business which have attempted to obtain a contract with TNI for the provision of technical assistance;


8. Provide information to TNI 's employees which will aid in the promotion of small and minority-owned business contracts for the provision of technical services.

The Administrator will use all necessary resources in performance of the foregoing duties.

#### IV. RECORDS AND COMPLIANCE REPORTS

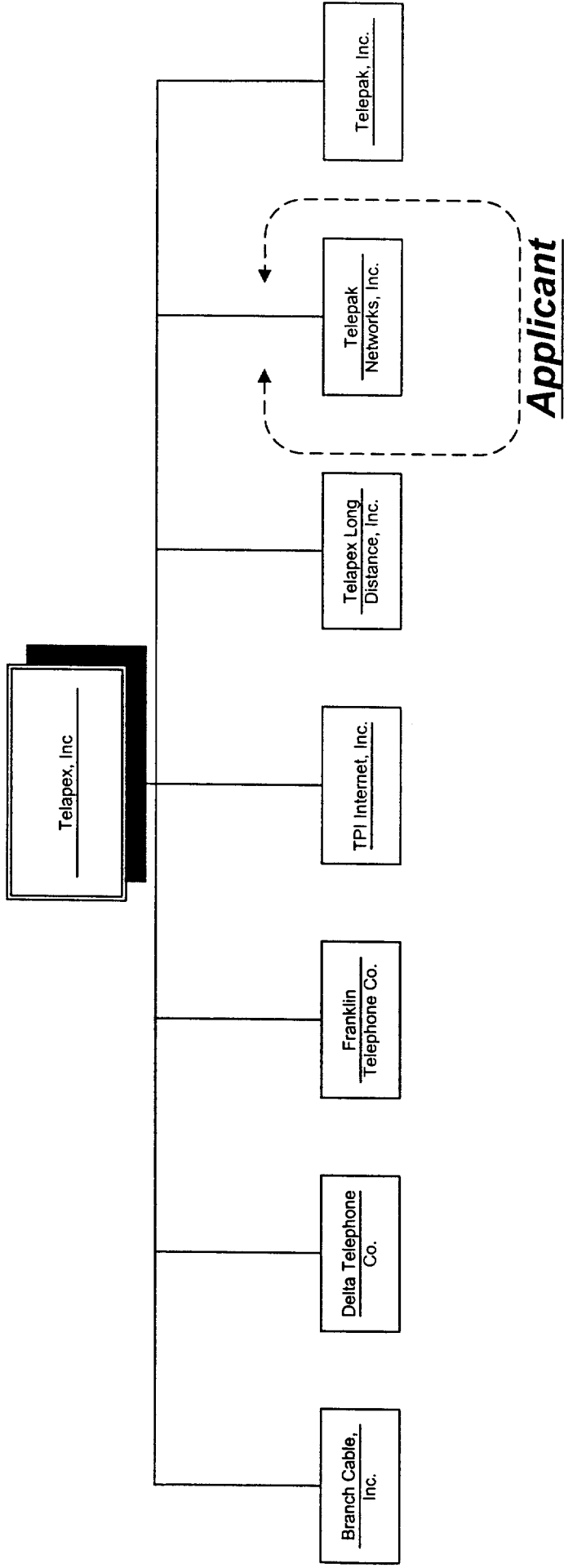
TNI will attempt to maintain records of qualified small and minority-owned businesses and its efforts to use the goods and services of such businesses. TNI will also attempt to maintain records of educational activities conducted or attended by its employees.

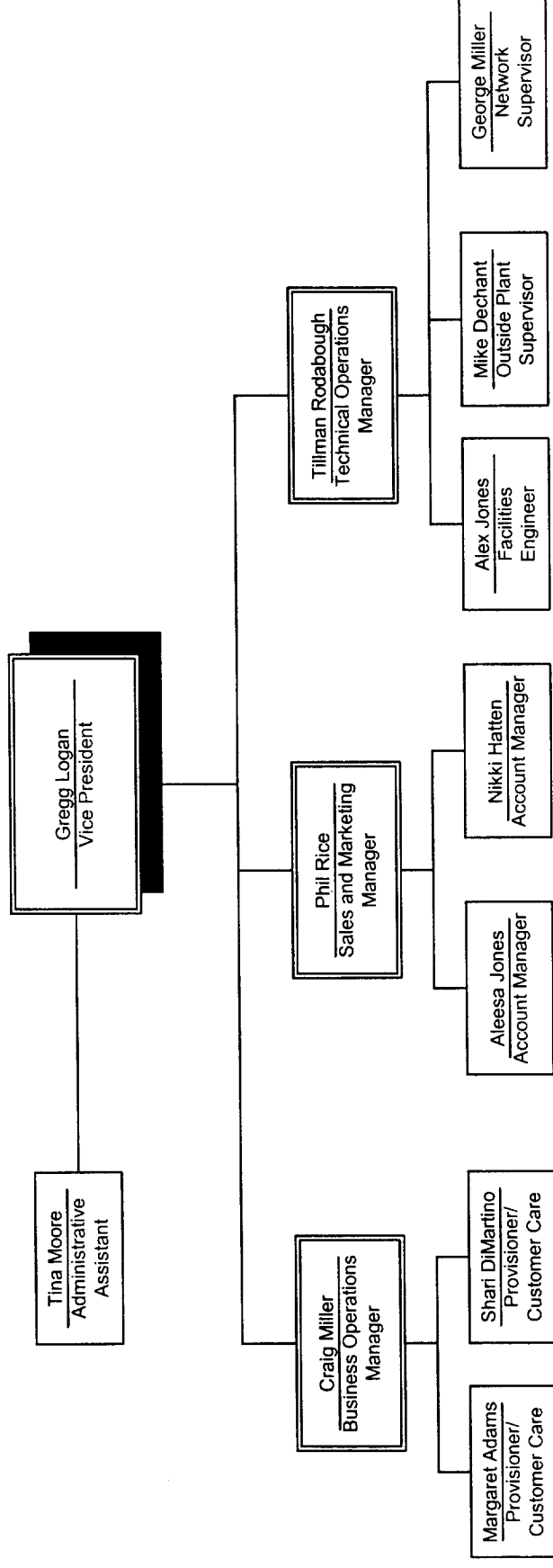
Telepak Networks, Inc.

By:   
Gregg Logan  
Vice President

# Corporate Structure

Exhibit 9





**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**APPLICATION OF TELEPAK  
NETWORKS, INC. FOR A  
CERTIFICATE TO PROVIDE  
COMPETING LOCAL  
BROADBAND SERVICES**

**PRE-FILED TESTIMONY OF GREGG LOGAN**

I, Gregg Logan, do hereby testify as follows in support of the application of Telepak networks, Inc. (TNI) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunications services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is Jeffrey Gregg Logan  
My business address is 125 S. Congress Street, Suite 1400, Jackson, Mississippi 39201. I am the Vice-President of Telepak Networks, Inc.

Q: Please briefly describe your duties.

A: I am responsible for the continued development and all day to day operations of Telepak Networks, Inc. Sales and Marketing, Network Operations and Business Operations report to me.

Q: Please describe your business experience and educational background.

A: I have attended both the University of Mississippi in engineering and University of Southern Mississippi focusing on Computer Science. I have over twenty years in telecommunications ranging from installation of Central Office Equipment to building and managing the largest cellular network in Mississippi. I have experience in setting up and maintaining customer care operations, billing and records systems, and switching and network operations. Prior to becoming Vice President of Telepak Networks, Inc. I was Director of Broadband Solutions for Telepak, Inc., a position I held for approximately one year. For the ten years prior I was the Director of Technical Operations and the Director of Engineering and Development for Telepak, Inc. For the preceding eight years, I was employed by Franklin Telephone Company as a Central Office and Toll Technician.

Q: Are all statements in Telepak Networks, Inc.'s true and correct to the best of your knowledge, information and belief?

A: Yes

Q: Please describe the current corporate structure of Telepak Networks, Inc.

A: Telepak Networks, Inc. was formed in July, 1999. It is a Mississippi Corporation. Telepak Networks is a wholly owned subsidiary of Telapex, Inc. Telapex through its subsidiaries has offered telecommunications services for over 40 years. Telapex owns Franklin Telephone Company and Delta Telephone Company, both operating independent telephone companies in Mississippi. Telepak, Inc. (dba Cellular South) is also a wholly owned subsidiary of Telapex, Inc provides cellular service in Alabama, Florida, and Mississippi. Telapex Long Distance provides long distance calling services. Other affiliates provide internet and cable television services in Mississippi.

Telepak Networks, Inc. is currently providing broadband services in Mississippi. The services include DS-3, DS-1, and Frame Relay. Telepak Networks, Inc. is planning to offer dial tone services as a reseller by the end of 2000 in Mississippi.

Q: Does Telepak Networks, Inc. possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes

Q: Please describe Telepak Networks, Inc.'s financial qualifications.

A: Telepak Networks, Inc. will fund its network and operations through ongoing operations and through a revolving credit facility of its parent company, Telapex, Inc.

Q: Please describe Telepak Networks, Inc.'s managerial and technical qualifications.

A: Telepak possesses the managerial qualifications to provide facilities-based and resold local exchange, exchange access and interexchange services in Tennessee. Telepak Networks, Inc.'s management team has extensive management and business experience in telecommunications, utilities and other industries. Telepak Networks, Inc.'s current officers, directors, management and employees have technical abilities and experience that will enable the company to engineer, construct and manage its telecommunications network and the technologically-advanced equipment it has developed.

Q: What services will Telepak Networks, Inc. offer?

A: Initial service offerings will include high speed data services including frame relay, DS-1 and DS-3 services. Telepak plans to later offer all forms of local and long distance service as the business grows and develops.

Q: Will Telepak Networks, Inc. offer service to all consumers within its service area?

A: Yes

Q: Does Telepak Networks, Inc. plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: No

Q: Will the granting of a certificate of convenience and necessity to Telepak Networks, Inc. serve the public interest?

A: Yes

Q: Does Telepak Networks, Inc. intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes

Q: Has any state ever denied Telepak Networks, Inc. or one of its affiliates authorization to provide intrastate service?

A: No

Q: Has any state ever revoked the certification of Telepak Networks, Inc. or one of its affiliates?

A: No

Q: Has Telepak Networks, Inc. or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No

Q: Who is knowledgeable about Telepak Networks, Inc.'s operations and will serve as Telepak Networks, Inc.'s regulatory and customer service contact?

A: Tillman Rodabough is knowledgeable about Telepak Networks, Inc.'s operations and will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems in Tennessee. The customer service contact for Telepak

Networks, Inc. is Craig Miller. I am the regulatory contact. In addition, customers may contact Telepak Networks at 1-800-342-3716 for service problems.


Q: Please explain in detail Telepak Networks, Inc.'s proposed procedures for responding to information requests from the TRA and its staff.

A: Gregg Logan, Telepak Networks, Inc.'s Vice President will serve as the responsible regulatory officer for the TRA to contact with regards to information requests.

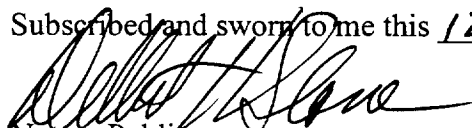
Q: Does this conclude your testimony?

A: Yes

I swear that the foregoing testimony is true and correct to the best of my knowledge.

  
J. Gregg Logan  
Vice President  
Telepak Networks, Inc.

Subscribed and sworn to me this 12<sup>th</sup> day of October, 2000.

  
Notary Public

State of Mississippi

County of Hinds

My commission expires \_\_\_\_\_  
MY COMMISSION EXPIRES JUNE 13, 2003

